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Hearing Date: February 17, 2011 at 10:00 a.m.
Response Deadline: February 3, 2011 at 4:00 p.m.

-and-

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**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

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In re:

Chapter 11

DPH HOLDINGS CORP., et al.,

Case No. 05-44481 [RDD]

Reorganized Debtors.

(Jointly Administered)

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DELPHI CORPORATION, et al.,

Plaintiffs,

v.

Adv. Pro. No. 07-02212 [RDD]

D & R TECHNOLOGY LLC, AND
D AND R TECHNOLOGY LLC,

Defendant.

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SUPPLEMENTAL JOINDER OF D&R TECHNOLOGY, LLC (I) TO MOTIONS (i) TO VACATE PRIOR ORDERS ESTABLISHING PROCEDURES FOR CERTAIN ADVERSARY PROCEEDINGS, INCLUDING THOSE COMMENCED BY THE DEBTORS UNDER U.S.C. §§ 541, 544, 545, 547, 548, OR 549, AND EXTENDING THE TIME TO SERVE PROCESS FOR SUCH ADVERSARY PROCEEDINGS, AND (ii) IN THE ALTERNATIVE, DISMISSING THE ADVERSARY PROCEEDINGS ON THE GROUNDS OF BEING BARRED BY THE STATUTE OF LIMITATIONS AND/OR JUDICIAL ESTOPPEL; (II) REPLIES TO REORGANIZED DEBTORS' OMNIBUS RESPONSE TO MOTIONS SEEKING, AMONG OTHER FORMS OF RELIEF, ORDERS TO VACATE CERTAIN PROCEDURAL ORDERS PREVIOUSLY ENTERED

**BY THIS COURT AND TO DISMISS THE AVOIDANCE ACTIONS AGAINST THE
MOVING DEFENDANTS; AND (III) MOTION AND BRIEF OF ATS AUTOMATION
TOOLING SYSTEMS INC. FOR RELIEF FROM FOURTH ORDER EXTENDING
TIME TO SERVE COMPLAINT**

1. D&R Technology, LLC ("D&R"), by and through its attorneys, Locke Lord Bissell & Liddell LLP, hereby files this Supplemental Joinder (the "Joinder") to join in, adopt, restate, and reincorporate by reference, with respect to the above-captioned case and adversary proceeding, the arguments set forth in the

- 1) Motion by Wagner-Smith Company Seeking an Order (i) Pursuant to Fed. R. Civ. P. 60 and Fed. R. Bankr. P. 9024 Vacating Prior Order Establishing Procedures for Certain Adversary Proceedings, Including Those Commenced by the Debtors Under 11 U.S.C. §§ 541, 544, 545, 547, 548 or 549, and Extending the Time to Serve Process for Such Adversary Proceedings, and (ii) Pursuant to Fed. R. Civ. P. 12(b) and Fed. R. Bankr. P. 7012(b), Dismissing the Adversary Proceeding on the Ground of Judicial Estoppel, dated February 5, 2010 (Docket No. 19401);
- 2) Motion by Microchip Technology Incorporated Seeking an Order (i) Pursuant to Fed. R. Civ. P. 60 and Fed. R. Bankr. P. 9024, Vacating Prior Orders Establishing Procedures for Certain Adversary Proceedings, Including Those Commenced by the Debtors Under 11 U.S.C. §§ 541, 544, 545, 547, 548, or 549, and Extending the time to Serve Process for Such Adversary Proceedings, (ii) Pursuant to Fed. R. Civ. P. 12(b) and Fed. R. Bankr. P. 7012(b), Dismissing the Adversary Proceeding with Prejudice, or (iii) in the Alternative, Dismissing the Adversary Proceeding on the Ground of Judicial Estoppel, dated March 15, 2010 (Docket No. 19677);
- 3) Reply of Wagner-Smith Company to Reorganized Debtors' Omnibus Response to Motions Seeking, Among Other Forms of Relief, Orders to Vacate Certain Procedural Orders Previously Entered By This Court and to Dismiss the Avoidance Actions Against the Moving Defendants [Docket No. 20306];
- 4) Reply of HP Enterprise Services, LLC and Affiliates in Support of Their Motion for an Order Dismissing the Complaint with Prejudice, and Vacating Certain Prior Orders Pursuant to Fed. R. Civ. P. 60 and Fed. R. Bankr. P. 9024 [Docket No. 20331];
- 5) Reply Memorandum of Law In Support of Motions of Affinia, GKN, MSX and Valeo to: (A) Vacate Certain Prior Orders of the Court; (B) Dismiss the Complaint with Prejudice; (C) Dismiss the Claims Against Certain Defendants Named in the Complaint; (D) Dismiss Claims Based on Assumption of Contracts;

or (E) In the Alternative, to Require Plaintiffs to File a More Definite Statement [Docket No. 20304]; and

- 6) Motion and Brief of ATS Automation Tooling Systems Inc. (“ATS”) for Relief from Fourth Order Extending Time to Serve Complaint [Docket No. 20699] (the “Motion”).

2. D&R files this Supplemental Joinder as a protective measure to fully preserve all of its rights, arguments and defenses, including those arising under Federal Rule of Civil Procedure 60(b), with regard to the above-referenced case and adversary proceeding. The relevant facts and arguments set out in the Motion and Replies are substantially the same with respect to D&R, except as amended herein, such that any relief granted for the benefit of the foregoing defendants should be granted for all others who are similarly situated, including but not limited to D&R.

3. Specifically, this Supplemental Joinder is intended to preserve and restate D&R’s rights to seek relief from the Preservation of Estate Claims Procedure Order, and all other Extension Orders, and all other deadlines set by the Court following the filing of the complaint in the adversary proceeding against D&R in 2007 (including all Bar Dates), on the additional or alternative grounds asserted in the Motion, to the extent such grounds have not already been asserted in any of the First or Second Wave Motions to Dismiss and replies in support thereof in which D&R has joined. Further, this Joinder is made without prejudice to D&R’s filing of its objection to the Reorganized Debtors’ Motion for Leave to File Amended Complaints, which is filed herewith.

4. D&R expressly restates and reserves all of its rights, remedies, arguments and claims, and nothing in this Joinder shall be deemed to be an election of remedies or a waiver of any of D&R’s rights, remedies, arguments and interests to pursue, amend or modify any claims or defenses against the Debtors or any other party relating to these chapter 11 cases, this

Adversary Proceeding or any other legal or administrative proceeding.¹

WHEREFORE, in the interest of judicial economy, D&R files this Joinder to join in and adopt the Motion and for the reasons set forth in the Motion as qualified herein, D&R seeks an order of this Court:

- (a) Vacating or setting aside the Service Extension Orders;
- (b) Denying the Debtors' motion for leave to file an amended preference complaint against D&R;
- (c) Granting relief to D&R pursuant to Rule 60(b); and
- (d) Granting D&R such other relief as is just and proper.

Dated: November 24, 2010
New York, New York

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¹ The rights that D&R reserves includes, but is not limited to, all of its rights under 28 U.S.C. §157(d) and the right to challenge any findings of fact entered by the Bankruptcy Court.